

BYLAWS
OF
CONCORD SCHOOL PARENT-TEACHER ORGANIZATION

ARTICLE 1. NAME

The name of this organization shall be Concord School Parent-Teacher Organization.

ARTICLE 2. PURPOSE

The purpose of this organization shall be to support and enhance the educational programs at Concord School and to strengthen the relationship between home and school.

ARTICLE 3. LOCATION

The principal office of this organization, at which the general business of the organization shall be transacted and where the records of the organization shall be kept, shall be at 5900 Concord Avenue South, Edina, Minnesota 55424

ARTICLE 4. MEMBERS

Section 4.1 Membership. Membership in this organization shall be open to all parents and guardians of children who are enrolled at Concord Elementary School and all Concord School staff. This organization shall conduct an annual enrollment of members, but persons may be admitted to membership at any time. Each member of this organization shall pay dues in the amount set by the Board of Directors. Only members of this organization shall be eligible to serve in any of its elective or appointive positions.

Section 4.2 Annual Meeting. An annual meeting of the members shall be held during the month of May, on a date set by the Board of Directors. At the annual meeting, the members shall elect the vice-president/president elect, secretary, assistant treasurer/treasurer elect, volunteer coordinator, and officers to fill any vacant offices. The members may also transact other business as may properly come before them. Notice of the annual meeting shall be sent home with each student as least five but not more than thirty days prior to the meeting and shall be published in the school newsletter prior to the meeting. The notice shall state the date, time, and place of the meeting.

Section 4.3 Regular Meetings. Regular meetings of the members shall be held as deemed necessary by the Board of Directors. The date, time and place of each regular meeting shall be published in the school newsletter.

Section 4.4 Special Meetings. Special meetings of the members may be called by the president, or shall be called by the president as directed by action of the Board of Directors or upon written request signed by at least twenty percent of the members. Notice of each special meeting shall be sent home with each student at least five but not more than thirty days prior to such meeting and shall be published in the school newsletter if time permits. The notice shall state the date, time, place and purpose of the meeting. No business shall be transacted at the special meeting except as stipulated in the notice.

Section 4.5 Place of Meetings. Meetings of the members shall be held at Concord School or at such other suitable place as may be designated by the Board of Directors.

Section 4.6 Quorum. Three percent of the members shall constitute a quorum for the transaction of business at any meeting of the members. If a quorum is not present at a meeting, a majority of those members present may adjourn the meeting until such time as a quorum is present. At the reconvened meeting, once a quorum is present, any business may be transacted which have been transacted at the meeting that was adjourned. When a quorum has been present at a meeting and members have withdrawn from the meeting so that less than a quorum remains, the members still present may continue to transact business until adjournment.

Section 4.7 Presiding Officer. The president of this organization shall be the presiding officer of all meetings of the membership. In the absence of the president, the vice-president/president-elect shall preside. In the absence of both persons, the members may elect a chair pro tem for that one meeting.

Section 4.8 Voting. Each member shall be entitled to cast one vote on each question. The vote of the majority of those members present and voting shall decide any questions brought before the meeting, except as otherwise required by law or the Articles of Incorporation of this organization or these bylaws. No voting by proxy shall be permitted at meetings of the members.

ARTICLE 5. BOARD OF DIRECTORS

Section 5.1 Composition. The affairs of this organization shall be managed and governed by a Board of Directors consisting of the officers of this organization and the principal of Concord School. The initial Board of Directors shall consist of the persons designated in the Articles of Incorporation of this organization who shall serve until the time indicated in the Articles of Incorporation.

Section 5.2 Board Meetings: Place and Notice. An annual meeting of the board shall be held each year within four months of the annual meeting of the members. There may be such other meetings of the board as may be held from time to time. The president, the principal, or any two directors may call a board meeting by giving notice to all directors. Meetings to the board shall be held at Concord School or at such other suitable place as may be designated by the board. Notice of each annual and other meeting shall be given to all directors and may be given by email, mail, telephone, or in person. The notice shall be given at least five but not more than thirty days prior to the meeting and shall state the date, time, and place of the meeting. If a meeting schedule is adopted by the board, or if the date and time of a board meeting has been announced at a previous meeting, no notice is required.

Section 5.3 Quorum. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the board. If a

quorum is not present at a meeting, a majority of those directors present may adjourn the meeting until such time as a quorum is present. At the reconvened meeting, once a quorum is present, any business may be transacted which might have been transacted at the meeting that was adjourned. When a quorum has been present at a meeting and members have withdrawn from the meeting so that less than a quorum remains, the directors still present may continue to transact business until adjournment

Section 5.4 Voting. The vote of the majority of those directors present and voting shall decide any questions brought before a meeting of the board, except as otherwise required by law or the Articles of Incorporation of this organization or these bylaws.

Section 5.5 Action without Meeting Any action required or permitted to be taken at a board meeting may be taken by written action signed by at least a majority of all board members.

ARTICLE 6. OFFICERS

Section 6.1 Tenure of Office. The officers of this organization shall be a president, vice-president/president-elect, secretary, treasurer, assistant treasurer/treasurer-elect, and volunteer coordinator, elected by the members at their annual meeting to serve one-year terms. With the exception of president-elect and treasurer-elect, the officers cannot serve consecutive terms on the board. Election shall be by ballot; however, if there is but one nominee for any office, election for the office may be by voice vote. Officers shall assume their official duties following the close of the meeting at which they are elected and shall serve until their successors are elected.

Section 6.2 President. The president shall be the chief executive officer of this organization. He or she shall preside at all meetings of the members and of the Board of Directors. He or she shall be responsible for the general supervision, direction and management of the affairs of this organization. He or she may execute on behalf of this organization all contracts, deeds, conveyances and other instruments in

writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this organization. If the president is unable or unwilling to complete his or her term, the vice-president/president-elect shall serve as president for the remainder of the term and shall continue to serve as president for the following term.

Section 6.3 Vice-President/President Elect. The vice-president/president elect shall serve in preparation for serving as president and shall perform the duties of the president in case of the president's absence or disability. The execution by the vice-president/president-elect on behalf of this organization of any instrument shall have the same force and effect as if it were executed on behalf of this organization by the president. At the completion of his or her term as vice-president/president-elect, the vice-president/president-elect shall assume the office of president. If the vice-president/president-elect is unwilling or unable a temporary replacement to serve until the next meeting of members, at which time the members shall elect a vice-president/president-elect to serve the remainder of the term.

Section 6.4. Secretary. The secretary shall keep accurate minutes of all meetings and shall be the custodian of the records, documents, and papers of this organization. He or she shall provide for the keeping of proper records of all transactions. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of secretary, or imposed by these bylaws. He or she shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors. If the secretary is unwilling or unable to complete his or her term, the Board of Directors shall appoint a temporary replacement to serve until the next meeting of members, at which time the members shall elect a secretary to serve the remainder of the term.

Section 6.5 Treasurer. The treasurer shall be responsible for maintaining accurate financial records for this organization and safeguarding the assets of this organization. He or she shall present a report of this corporation's financial transactions and status to the members at the annual meeting of members, and shall from time to time make such other reports to the Board of Directors as it may require. The treasurer shall perform such other duties as may be assigned by

him or her from time to time by the Board of Directors. If the treasurer is unable or unwilling to complete his or her term, the assistant treasurer/treasurer-elect shall serve as treasurer for the remainder of the term and shall continue to serve as treasurer for the following term.

Section 6.6. Assistant Treasurer/Treasurer-Elect. The assistant treasurer/treasurer-elect shall serve in preparation for serving as treasurer and shall perform the duties and assume the responsibilities of the treasurer as set forth under the general direction of the treasurer or president. At the completion of his or her term as assistant treasurer/treasurer-elect, the assistant treasurer/treasurer-elect shall assume the office of treasurer. If the assistant treasurer/treasurer-elect is unwilling or unable to complete his or her term, the Board of Directors shall appoint a temporary replacement to serve until the next meeting of members, at which time the members shall elect an assistant treasurer/treasurer-elect to serve the remainder of the term.

Section 6.7 Volunteer Coordinator. The volunteer coordinator shall be responsible for recruiting parent volunteers and shall maintain accurate lists to respond to requests for volunteers on an as needed basis. The volunteer coordinator shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors. If the volunteer coordinator is unwilling or unable to complete his or her term, the Board of Directors shall appoint a temporary replacement to serve until the next meeting of members, at which time the members shall elect a volunteer coordinator to serve the remainder of the term

Section 6.8 Additional Powers Any officer of this organization, in addition to the powers conferred upon him or her by these bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by the Board of Directors

Section 6.9 Removal Any officer may be removed with or without cause by affirmative vote of a majority of the members present and voting at a meeting of the members. The matter of removal may be acted upon at any meeting of the members, provided that notice of intention to consider said removal has been given to each member and to the officer affected at least thirty days prior to such meeting.

ARTICLE 7. COMMITTEES

Section 7.1 Standing Committees. The Board of Directors may create such standing committees as it may deem necessary to fulfill the purpose of his organization. Each standing committee shall be chaired by a person or persons appointed by the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors and shall at all times be subject to the control and direction of the Board of Directors.

Section 7.2 Nominating Committee There shall be a Nominating Committee comprised of the vice-president/president-elect and at least two interested PTO members who identify/vet potential candidates for the Board positions. The Nominating Committee shall nominate one or more persons for each office to be filled. If there is only one nominee for any office, election for the office is by voice vote. If there is more than one nominee for the office, election shall be by ballot. The election of the officers will occur at the annual meeting in May.

Section 7.3 Special Committees The Board of Directors may create such special committees or task forces and appoint their chairs and members as it may deem necessary to fulfill the purposes of this organization. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors and shall at all times be subject to the control and direction of the Board of Directors.

ARTICLE 8. EDINA PTA/PTO/PTSO COUNCIL

This organization shall be represented in meetings of the council of Edina parent-teacher organizations by the president and vice-president/president-elect or other delegate or delegates appointed by the Board of Directors.

ARTICLE 9 PARLIAMENTARY PROCEDURE

The latest edition of Roberts Rules of Order, Revised. Shall govern parliamentary procedure of all meetings of this organization regarding procedure not specified in these bylaws.

ARTICLE 10. FISCAL YEAR

Unless otherwise fixed by the Board of Director, the fiscal year of this organization shall begin on July 1 and end on the succeeding June 30.

ARTICLE 11. INDEMNIFICATION

This organization shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes, Section 317A.521, as now enacted or hereafter amended.

ARTICLES 12. AMENDMENTS

These bylaws may be amended by members of this organization at any meeting of the members by the vote of at least two-third of those members present and voting. No amendment at the bylaws may be considered at a meeting of the members unless notice of the proposed changes has been submitted in writing to the president at least two weeks prior to the meeting.

These bylaws contain herein all amendments made to date, May 6, 2010.